

TRANSMITTAL LETTER

P99000039734

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 28 PM 12:29

SUBJECT: 'Rock On' Computers, Inc.
(Proposed corporate name - must include suffix)

400002855164-2
-04/28/99--01078--004
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jorge L. Gonzalez
Name (Printed or typed)

4295 SW 15th Street #4
Address

Miami, FL 33134
City, State & Zip

305-505-2659
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAY - 3 1999

ARTICLES OF INCORPORATION

OF

'Rock On' Computers, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 28 PM 12:29

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

Article I - Name and Address

The name of this corporation shall be: **'Rock On' Computers, Inc.**

And its principal place of business shall be located at: **4295 S.W. 15th Street #4
Miami, FL 33134**

Said corporation shall have the authority to establish offices and transact business at such other places without and within the State of Florida as may be designated from time to time by the Board of Directors or Stockholders.

Article II - General Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

To import, export, purchase, obtain on consignment or otherwise be in possession of all goods and appliances. To otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, and trade real and personal property of every kind and description.

To subscribe for, purchase, invest in, hold, own assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign. To exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileged of individual ownership, including the right to vote thereon. To issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes. And, to do any and all acts and things tending to increase the value of the property at any time held by the Company.

To acquire, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any persons, firms, association or corporation either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchise, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount. To incur debt and to raise, borrow and secure payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any license or other rights or interest therein and thereunder.

To conduct business and operations, and to have one or more offices. To hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State, and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trusts certificates evidencing shares of, or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights. To investigate and report with respect to, and to undertake, carry on, aid, assist or participated in the organizational liquidation or re-organization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, association and corporations. To institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquire by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein. It being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida is hereby included.

Article III - Capital Stock

The capital stock of this corporation shall be ONE HUNDRED shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholder, or record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

Article IV - Capital to Begin Business

The amount of capital with which this corporation shall commence business shall not be less than TWO HUNDRED FIFTY DOLLARS (US\$250.00).

Article V - Corporate Existence

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VI - Principal Place of Business

The principal place of business of said corporation shall be at: **4295 S.W. 15th Street #4
Miami, FL 33134**

With the privilege of having branch offices at other places within or without the State of Florida.

Article VII - Number of Directors

The number of Directors of this corporation shall be at least one, but not more than nine.

Article VIII - Directors

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

**Jorge L. Gonzalez
4295 S.W. 15th Street #4
Miami, FL 33134**

Article IX - Subscribers

**Jorge L. Gonzalez
4295 S.W. 15th Street #4
Miami, FL 33134**

Article X

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

Article XI

The Board of Directors shall control the officers of the corporation, and each resolution shall require the approval by the majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation. Who, upon acceptance of said assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscribers subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

Article XII
Certificate of Designation of
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the Laws of The State of Florida, submits the following statement in designating the registered office/registered agent, in The State of Florida.

1. The name of the corporation is

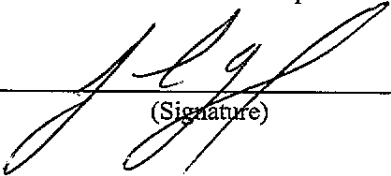
'Rock On' Computers, Inc.
4295 S.W. 15th Street #4
Miami, FL 33134

2. The name and address of the registered agent and office is:

Jorge L. Gonzalez
4295 S.W. 15th Street #4
Miami, FL 33134

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 28 PM 12:29

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



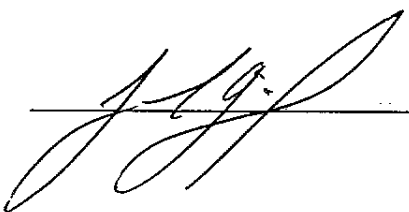
(Signature)

4-26-99

(Date)

IN WITNESS HEREOF, I, the undersigned, being each of the original subscribers to the capital stock hereinabove name, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these articles, hereby declaring and certifying that the acts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the 26th day of April 1999.

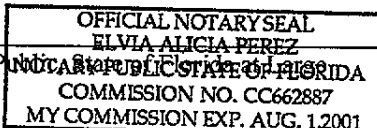
Witness:

Jorge L. Gonzalez _____  _____ (Seal)

State of Florida)
 S.S.
County of Miami-Dade)

Before me, the undersigned authority, personally appeared Jorge L. Gonzalez who are known to me to be the person described in and who executed the foregoing Articles of Incorporation. And who, after being by me first duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signer, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Miami, Miami- Dade County, Florida, this the 26th day of April 1999.

Notary Public for the State of Florida

OFFICIAL NOTARY SEAL
ELVIA ALICIA PEREZ
COMMISSION NO. CC662887
MY COMMISSION EXP. AUG. 1, 2001